

PUBLIC FINANCIAL HOLDINGS LIMITED

Terms of Reference

Nomination Committee of the Board

Objectives of the Committee

1. To review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors (the “Board”) of Public Financial Holdings Limited (the “Company”) at least annually and make recommendations of any proposed changes to the Board to complement the corporate strategy of the Company and its subsidiaries (the “Group”).
2. To identify individuals suitably qualified to become Board members, Chief Executive, Alternate Chief Executive(s) and Senior Management of the Company and make recommendations of the individuals for appointment as Directors, Chief Executive, Alternate Chief Executive(s) and Senior Management of the Company. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board and the Group’s corporate strategy.
3. To make recommendations on the nomination policy, succession planning and any related matters for Directors, Chief Executive, Alternate Chief Executive(s) and Senior Management.

Composition

1. The Committee members shall be appointed by the Board of the Company from amongst the Non-Executive Directors and shall consist of not less than three members. A majority of the Committee members shall be Independent Non-Executive Directors.
2. The Chairman of the Board or an Independent Non-Executive Director shall be the Chairman of the Committee.

3. The Company Secretary of the Company, or the Head of Personnel Department of Public Finance Limited, or the Head of Human Resources Department of Public Bank (Hong Kong) Limited shall be the secretary of the Committee.
4. Where there is a specific need for information or clarification on any matters, the relevant staff may be invited to attend the specific part(s) of the Committee's meeting(s).

Authority

1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
2. The Committee is authorised by the Board to obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Functions

1. To recommend to the Board, the minimum requirements for the Board, i.e. required mix of skills, experience, qualification, diversity needed in future and other core competencies required of a Director, and to recommend to the Board, the minimum requirements for the Chief Executive, Alternate Chief Executive(s) and Senior Management positions and any proposed changes to the Board to complement the Group's corporate strategy.
2. To identify and recommend to the Board technically competent persons of integrity with strong sense of professionalism and who foster and practise the highest standard of banking and finance in Hong Kong or other regions for appointment and re-appointment as:
 - Directors
 - Chairman
 - Chief Executive
 - Alternate Chief Executive(s)
 - Senior Management positions

3. To disclose the policy for the nomination of directors, the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship at the Corporate Governance Report annually.
4. To recommend to the Board the succession planning for Directors, in particular the Chairman, the Chief Executive, Alternate Chief Executive(s) and Senior Management.
5. To oversee the overall composition of the Board, in terms of the appropriate size and skills, and the balance between Executive Directors, Non-Executive Directors and Independent Non-Executive Directors through annual review, with due regard for the benefits of diversity on the Board and the Group's corporate strategy.
6. To assess the independence of Independent Non-Executive Directors.
7. To recommend to the Board the removal of a Director/Chief Executive/Alternate Chief Executive/Senior Management from the Board/Management if the Director/Chief Executive/Alternate Chief Executive/Senior Management is ineffective, errant and negligent in discharging his/her responsibilities.
8. To establish a mechanism for the formal assessment on the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board, the contribution of the Board's various committees and the performance of the Chief Executive/General Manager, Alternate Chief Executive(s) and other Senior Management. The annual assessment to be conducted would be based on objective performance criteria as approved by the Board.
9. To ensure that all Directors receive appropriate continuous training programs in order to keep abreast with developments in the financial industry and with changes in the relevant statutory and regulatory requirements.
10. To review the contributions required from the Directors and assess whether sufficient time has been given in performing their responsibilities.
11. To formulate and review the Board Diversity Policy, as appropriate; and make disclosure of the Board Diversity Policy or a summary of the policy

including the measurable objectives set for implementing the policy and the progress on achieving these objectives in the Corporate Governance Report annually.

12. To develop and review the Group's policies and practices on corporate governance.
13. Such other responsibilities as may be delegated by the Board from time to time.

Quorum

To constitute a quorum, at least three members must be present and two of whom shall be an Independent Non-Executive Director.

Minutes

Minutes must be prepared to record fully all decisions and matters dealt with by the Committee and tabled to the Board of the Company for noting. A record of the attendance at each meeting should be maintained.

Frequency of Meetings

Meetings shall be held not less than once a year.

Attendance at Meetings

Other Board members, the Chief Executive, Alternate Chief Executive(s) and Senior Management may be invited to attend meetings.